

# NOTICE OF MEETING SEMARIS LTD

Notice is hereby given that the Annual Meeting of shareholders of Semaris Ltd ('the Company') will be held at Hennessy Park Hotel, 65 Cybercity, Ebène on **22 December 2023** at **9.00 hours** to transact the following business:

1. To consider the Annual Report for the year ended 30 June 2023.
2. To receive the report of the auditors of the Company.
3. To consider and approve the audited financial statements of the Company for the year ended 30 June 2023.

**Ordinary Resolution I.**

*"Resolved that the audited financial statements of the Company for the year ended 30 June 2023 be hereby approved."*

4. To elect Mr Gilbert Espitalier-Noël who retires by rotation in accordance with Section 25.9.3 of the Company's Constitution and, being re-eligible, offers himself for re-election.

**Ordinary Resolution II.**

*"Resolved that Mr Gilbert Espitalier-Noël be hereby re-elected as Director of the Company in accordance with Section 25.9.3 of the Company's Constitution."*

5. To elect Mr Stéphane Poupinel de Valencé who retires by rotation in accordance with Section 25.9.3 of the Company's Constitution and, being re-eligible, offers himself for re-election.

**Ordinary Resolution III.**

*"Resolved that Mr Stéphane Poupinel de Valencé be hereby re-elected as Director of the Company in accordance with Section 25.9.3 of the Company's Constitution."*

6. To take note of the automatic reappointment of BDO & Co. as auditors for the year ending 30 June 2023 under Section 200 of The Companies Act 2001 and to authorise the Board to fix their remuneration.

**Ordinary Resolution IV.**

*"Resolved that the Board of Directors be authorised to fix the remuneration of BDO & Co. who are being automatically appointed as auditors of the Company under Section 200 of The Companies Act 2001."*

**Note:** The profiles and categories of the Directors proposed for re-election are set out in the Annual Report 2023.

By order of the Board



**Preety Gopaul, ACG**  
**For ENL Secretarial Services Limited**  
**Company Secretary**

**25 September 2023**

A shareholder of the Company entitled to attend and vote at this meeting may appoint a proxy, whether a shareholder or not, to attend and vote on his/her behalf or may cast his/her vote by post.

The appointment of proxy must be made in writing on the attached form, and the document deposited at the Share Registry and Transfer Office of the Company, DTOS Registry Services Ltd, 3<sup>rd</sup> Floor, Eagle House, 15A Wall Street, Ebène, Mauritius, not less than twenty-four (24) hours before the meeting is due to take place.

The notice for casting a postal vote must be made in writing on the attached form, and the document deposited Share Registry and Transfer Office of the Company, DTOS Registry Services Ltd, 3<sup>rd</sup> Floor, Eagle House, 15A Wall Street, Ebène, Mauritius, not less than forty-eight (48) hours before the time fixed for holding the meeting.

For the purpose of this Annual Meeting, the Directors have resolved, in compliance with Section 120(3) of the Companies Act 2001, that the shareholders entitled to receive notice of the meeting and attend such meeting shall be those shareholders whose names are registered in the share register of the Company as at 23 November 2023.

The Annual Meeting of shareholders is an important day in the calendar as it enables the Board to engage with its shareholders on a range of matters concerning the business of the meeting. In addition, it provides a valuable forum for shareholders to ask questions. If it becomes necessary or appropriate to make further changes to the arrangements for the holding of the Annual Meeting, we will ensure that shareholders are given as much notice as possible. Please watch our website [www.semaris.mu](http://www.semaris.mu) for any update or contact our Share Registry on + 230 404 6000.

Shareholders are encouraged to exercise their right to vote at the Annual Meeting by casting a postal vote (as enclosed). The postal vote form can also be downloaded from the website of the Company.

A copy of the Annual Report is available for inspection between 9.00 a.m. and 5.00 p.m. on working days at Beachcomber House, Botanical Garden Street, Curepipe, Mauritius.

The Board of Semaris Ltd accepts full responsibility for the accuracy of the information contained in this Notice.